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235370

KELLEY DRYE & WARREN LLP

A LIMITED LIABILITY PARTNERSHIP

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MARCH 2 11:17
SO. CAROLINA
PUBLIC SERVICE
COMMISSION

March 1, 2012

via overnight delivery

Jocelyn Boyd
Executive Director
South Carolina Public Service Commission
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210

Re: XO Communications Services, Inc. and Nextlink Wireless, Inc. Notice of
Conversions; Request for Change to the Companies' Operating Names in
South Carolina; and Request for Expedited Review

Dear Ms. Boyd:

XO Communications Services, Inc. ("XOCS") and Nextlink Wireless, Inc. ("Nextlink" and, together with XOCS, the "Companies") respectfully notify the South Carolina Public Service Commission ("Commission") that, effective August 30, 2011, they have been converted from Delaware corporations to Delaware limited liability companies and, as a result, their names have been changed, respectively, to XO Communications Services, LLC and Nextlink Wireless, LLC. The effects of these conversions are *pro forma* in nature and, as a practical matter, are transparent to customers. They effect no change whatsoever to the Companies' ownership or to their operations. They do, however, result in a minor change to the Companies' names. Consequently, XOCS and Nextlink request that their operating names in South Carolina be changed accordingly and request such approvals as are necessary in connection with these changes.

In view of Commission Order 2012-178, issued February 29, 2012, the Companies respectfully request expedited review of this filing in order to meet the

Commission's timeline.¹ The facts of this matter are inherently straightforward and noncontroversial and thus should not require a significant degree of further investigation.

The Companies

XOCS. XOCS is authorized by the Commission to provide competitive intrastate telecommunications services in South Carolina.² XOCS is a direct, wholly-owned subsidiary of XO Communications, LLC ("XO LLC") which, in turn, is a direct wholly-owned subsidiary of XO Holdings, a Delaware general partnership. XO LLC, a Delaware limited liability company, is a leading national provider of local and long distance telecommunications services to businesses, large enterprises and telecommunications carriers. XO LLC is authorized by the Federal Communications Commission to provide interstate and international telecommunications services. Through its subsidiaries – primarily XOCS³ – XO LLC is authorized to provide intrastate interexchange services in 49 states and to provide competitive local exchange services in 48 states as well as the District of Columbia.

Nextlink. Nextlink is a direct, wholly-owned subsidiary of XO Holdings. In South Carolina, Nextlink has been authorized as a competitive carrier to provide local exchange and interexchange telecommunications services.⁴ Nextlink offers broadband wireless access services, managed network services, and wireless access solutions for mobile and wireline voice, data, and video applications to wireless and wireline communications carriers, businesses, and government agencies in the U.S. Nextlink is authorized to provide intrastate services in 26 states as well as the District of Columbia.

¹ The Order grants XOCS until April 2, 2012 to respond by filing a request for a name change. While the Order may not intend that the matter must be resolved by that date, the Companies understand that this filing is overdue and assume that the Commission wishes the situation to be entirely corrected as quickly as possible.

² XOCS was authorized to provide local exchange and interexchange services in Docket No. 2004-214-C (Order No. 2004-532) on October 26, 2004.

³ XOCS does not operate in Nevada and Virginia, where XO LLC provides service through two additional subsidiaries: Telecommunications of Nevada, LLC and XO Virginia, LLC respectively.

⁴ Nextlink was authorized to provide service by the Commission in Docket No. 2006-70-C on May 17, 2006.

Through a number of intermediary companies, Carl C. Icahn, a U.S. citizen, holds 100% ownership of XO Holdings, XO LLC and the Companies.

XOCS and Nextlink are located at 13865 Sunrise Valley Drive, Herndon, Virginia 20171, (703) 547-2000.

The Transaction

For internal corporate purposes, the Companies have been converted from Delaware corporations into Delaware limited liability companies.⁵ In conjunction with these conversions, the Companies' names have been changed to XO Communications Services, LLC and Nextlink Wireless, LLC. Under Delaware law, these conversions are treated as a continuation of the original corporate entities.⁶ The ownership interests in the entities have been converted from corporate stock to membership interests; however, the entities holding the ownership of XOCS and Nextlink have not changed. XO, LLC continues to hold 100% direct ownership of XOCS and XO Holdings continues to hold 100% ownership of Nextlink. Carl C. Icahn continues to hold 100% ultimate ownership of both XOCS and Nextlink. Similarly, there has been no change whatsoever to the assets and obligations which XOCS and Nextlink each hold as a result of these changes. Finally, XOCS and Nextlink, as limited liability companies, will continue to be subject to the Commission's rules and orders exactly as they were prior to the conversions and changes of operating name.

The converted entities have been registered with the South Carolina Secretary of State as foreign limited liability companies and thus are qualified to do business in the state.⁷

⁵ A copy of the documentation from the Delaware Secretary of State evidencing the conversions of XOCS and Nextlink into Delaware limited liability companies is attached as *Exhibit A*.

⁶ Under Delaware law, the date of commencement of existence of the LLCs is the same date that the corporations were originally formed. All of the assets, rights, liabilities and obligations of the corporations become those of the LLCs by operation of law. Although the Companies have changed their legal form, they are not transferring any assets to different legal entities or taking on new debt. *See* Section 214 of the Delaware Limited Liability Company Act, 6 Del. C.C. 18, § 214.

⁷ A copy of the limited liability companies' registrations with the South Carolina Secretary of State is appended as *Exhibit B*.

Procedural Matters

Customer Notice. The conversions of the Companies into limited liability companies does not involve any change whatsoever in the rates, terms or conditions of services provided to customers, or in the facilities used to provide such services. Consequently, the conversions are essentially transparent to the Companies' customers, except for the minor name changes from "Inc." to "LLC." This transparency notwithstanding, the Companies have sent notice of the conversions and resulting name changes to their customers via bill messages.

Tariff. It is the Companies' understanding that following Commission approval of the changes in the Companies' operating names in South Carolina, they will be directed to file clean copies of their respective tariffs, reflecting the new names.

Public Interest Considerations

The conversions described above will serve the public interest, as they will enhance the strategic and financial flexibility of the Companies. This flexibility will benefit customers of the Companies in South Carolina and elsewhere. At the same time, the conversions and resulting name changes hold no adverse consequences for consumers. But for the minor change from "Inc." to "LLC" in the Companies' names, the conversions will be entirely transparent to the Companies' customers. There will be no change to the ownership, management or operations of the Companies as a result of this change. There will be no change to the services provided to customers nor to the terms and conditions under which these services are delivered. Finally, there will be no change to the Companies' overall operational and financial qualifications to provide competitive telecommunications services as a result of the conversions or changes of operating name.

Conclusion

The Companies are submitting this filing in compliance with Commission requirements and to facilitate the necessary changes to their certificates and tariffs. Should the Commission have any questions or believe that further information is required, please contact Winafred Brantl at (202) 342-8819 or via email at wbrantl@kelleydrye.com.

Respectfully submitted,

**XO COMMUNICATIONS SERVICES, LLC
NEXTLINK WIRELESS, LLC**



Brad E. Mutschelknaus
Winafred Brantl
Kelley Drye & Warren LLP
3050 K Street, N.W., Suite 400
Washington, D.C. 20007
Their Counsel

Exhibit A

Delaware Conversion Documentation

Delaware

PAGE 1

The First State

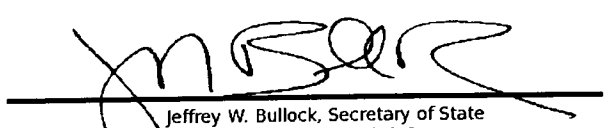
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "XO COMMUNICATIONS SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "XO COMMUNICATIONS SERVICES, INC." TO "XO COMMUNICATIONS SERVICES, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.

3154937 8100V

110966974

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE.
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3.) The date the corporation first formed is 1/5/2000.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
XO COMMUNICATIONS SERVICES, INC.
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is XO COMMUNICATIONS SERVICES, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
30 day of AUGUST, A.D. 2011.

By: Laura W. Thomas
Authorized Person

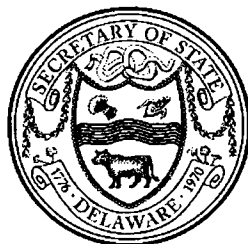
Name: Laura W. THOMAS
Print or Type

Delaware

PAGE 2

The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "XO COMMUNICATIONS SERVICES, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:35 O'CLOCK P.M.



3154937 8100V

110966974

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001019

DATE: 08-30-11

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is _____
XO COMMUNICATIONS SERVICES, LLC

Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 _____ in the City of Wilmington
Zip code 19808 _____. The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____.")

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

30 _____ day of August _____, 2011 _____.

By: _____
Authorized Person (s)

Name: Laura W. Thomas

Delaware

PAGE 1

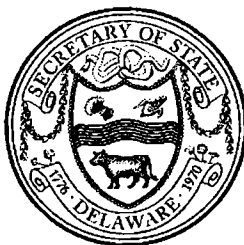
The First State

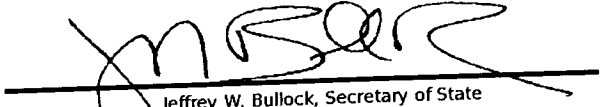
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "NEXTLINK WIRELESS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEXTLINK WIRELESS, INC." TO "NEXTLINK WIRELESS, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.

4056099 8100V

110966983

You may verify this certificate online
at corp.delaware.gov/authver.shtml



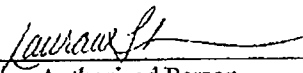

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001090

DATE: 08-30-11

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A
LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Corporation first formed is DELAWARE.
- 2.) The jurisdiction immediately prior to filing this Certificate is DELAWARE.
- 3.) The date the corporation first formed is 11/4/2005.
- 4.) The name of the Corporation immediately prior to filing this Certificate is
NEXTLINK WIRELESS, INC..
- 5.) The name of the Limited Liability Company as set forth in the Certificate of
Formation is NEXTLINK WIRELESS, LLC.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
30 day of AUGUST, A.D. 2011.

By: 
Authorized Person

Name: Laura W. THOMAS
Print or Type

Delaware

PAGE 2

The First State

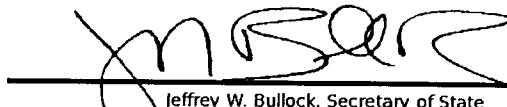
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF FORMATION OF "NEXTLINK WIRELESS, LLC" FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2011, AT 6:36 O'CLOCK P.M.

4056099 8100V

110966983

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9001090

DATE: 08-30-11

STATE of DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE of FORMATION

First: The name of the limited liability company is _____
NEXTLINK WIRELESS, LLC

Second: The address of its registered office in the State of Delaware is _____
2711 Centerville Road, Suite 400 _____ in the City of Wilmington
Zip code 19808 . The name of its Registered agent at such address is
Corporation Service Company

Third: (Use this paragraph only if the company is to have a specific effective date of
dissolution: "The latest date on which the limited liability company is to dissolve is
_____".)

Fourth: (Insert any other matters the members determine to include herein.)

In Witness Whereof, the undersigned have executed this Certificate of Formation this

30 day of August, 2011.

By: Laura W. Thomas
Authorized Person (s)

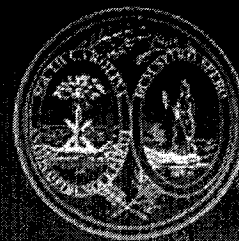
Name: Laura W. Thomas

Exhibit B

South Carolina Conversion Documentation

South Carolina Secretary of State

Mark Hammond



XO COMMUNICATIONS SERVICES, LLC

Note: This online database was last updated on 3/1/2012 6:01:52 PM.

See our Disclaimer.

DOMESTIC / FOREIGN:	Foreign
STATUS:	Good Standing
STATE OF INCORPORATION	DELAWARE
/ ORGANIZATION:	Profit

REGISTERED AGENT INFORMATION

REGISTERED AGENT NAME:	CORPORATION SERVICE COMPANY
ADDRESS:	1703 LAUREL STREET
CITY:	COLUMBIA
STATE:	SC
ZIP:	29201
SECOND ADDRESS:	

FILE DATE:	07/22/2004
EFFECTIVE DATE:	07/22/2004
DISSOLVED DATE:	//

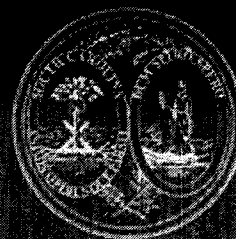
Corporation History Records

CODE	FILE DATE	COMMENT	Document
Foreign Amendment	09/07/2011	CONVERTED FR XO COMMUNICATIONS SERVICES, INC.	
Agent	12/06/2007	CHANGE AGT'S ADD CORPORATION SERVICE COMPANY	
Authority	07/22/2004	AUTHORITY	

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South Carolina Secretary of State

Mark Hammond



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RECEIVED
CORPORATION SERVICE

NEXTLINK WIRELESS, LLC

Note: This online database was last updated on 3/1/2012 6:01:52 PM.
See our Disclaimer.

DOMESTIC / FOREIGN:	Foreign
STATUS:	Good Standing
STATE OF INCORPORATION	DELAWARE
/ ORGANIZATION:	Profit

REGISTERED AGENT INFORMATION

REGISTERED AGENT NAME:	CORPORATION SERVICE COMPANY
ADDRESS:	1703 LAUREL STREET
CITY:	COLUMBIA
STATE:	SC
ZIP:	29201
SECOND ADDRESS:	

FILE DATE:	04/07/2006
EFFECTIVE DATE:	04/07/2006
DISSOLVED DATE:	//

Corporation History Records

CODE	FILE DATE	COMMENT	Document
Foreign Amendment	09/07/2011	CONVERTED FROM NEXTLINK WIRELESS, INC.	
Agent	12/06/2007	CH AGT ADD CORPORATION SERVICE COMPANY	
Foreign Amendment	05/12/2006	CHANGED NAME FROM-LMDS HOLDINGS, INC.	
Authority	04/07/2006	AUTHORITY	

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